

JUL 1 1980 -4 00 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT dated as of February 15, 1980 to that certain CERTIFICATE OF ACCEPTANCE dated June 11, 1979 issued under a MANAGEMENT AGREEMENT dated as of June 11, 1979 between Richard J. Kelly (termed "Owner") and NATIONAL RAILWAY UTILIZATION CORPORATION (termed "Manager").

WHEREAS, Owner and Manager have determined that certain of the 50'6" Type XM Railroad Boxcars which are subject to this Management Agreement should be remarked in order to maximize their utilization and earnings;

NOW, THEREFORE, in consideration of this benefit to the parties and in further consideration of \$1.00 in hand paid by each party to the others, the parties hereto agree as follows:

The Certificate of Acceptance under the Management Agreement is amended by changing the Equipment Numbers from the following:

NSL 151463  
NSL 151464

to the following:

MISS 151463  
NSL 151464

IN WITNESS WHEREOF, Owner and Manager each pursuant to due authority, have caused these presents to be duly executed.

Rebecca R. Inverso  
Witness

Patricia A. Casella  
Witness

Richard J. Kelly  
Richard J. Kelly

State of

Pennsylvania

ss:

Rebecca R. Inverso

County of

Philadelphia

On this 28th day of MARCH, 1980, before me personally appeared RICHARD J. KELLY, to me personally known, who, being by me duly sworn, says that he and the other witness, PATRICIA A. CASSELLA, personally witnessed RICHARD J. KELLY, as Owner, duly sign the within Amendment that the execution of the foregoing instrument was the free act and deed of said Owner.

(Notarial Seal)

Elsie Marlene Williams

ELSIE MARLENE WILLIAMS

Notary Public of

Notary Public, Phila., Phila. Co.

My Commission Expires:

My Commission Expires Oct. 10, 1982

(SEAL)

NATIONAL RAILWAY UTILIZATION CORPORATION

BY

Charles P. Turnburke  
Vice President

ATTEST

T. W. Strzepek  
Assistant Secretary

Commonwealth of Pennsylvania:

ss:

County of Philadelphia:

On this 28th day of MARCH, 1980, before me personally appeared Charles P. Turnburke, to me personally known, who, being by me duly sworn, says that he is Vice President of National Railway Utilization Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was duly signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Elsie Marlene Williams

ELSIE MARLENE WILLIAMS

Prothonotary of Pennsylvania

Notary Public, Phila., Phila. Co.

My Commission Expires:

My Commission Expires Oct. 10, 1982